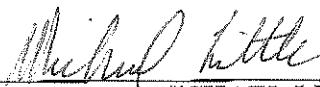


1 company whose principal office is located in New Jersey, MH seeks to resolve this dispute in New
2 Jersey -- not only because the facts of this dispute have a close nexus to New Jersey, where many
3 of the events and contacts surrounding this action occurred, and where the disputed non-binding
4 Letter of Interest was made and delivered to ICI, but because New Jersey is also the jurisdiction
5 where the first lawsuit concerning the non-binding Letter of Interest was filed. New Jersey is a
6 decidedly more convenient forum than California for the resolution of the claims at issue between
7 MH and ICI.

8 I declare under penalty of perjury that the foregoing is true and correct.

9 Executed on September 06, 2005.



MICHAEL LITTLE